

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IP CO., LLC,

Plaintiff,

v.

CELLNET TECHNOLOGY, INC.,

Defendant.

Misc. Civil Action No. 1:06-MC-00012 SLR
(N.D.Ga. Civil Action No. 1:05-CV-2658-CC)

**DECLARATION OF NOAH C. GRAUBART IN SUPPORT OF THIRD-PARTY
LANDIS+GYR INC.'S REPLY IN SUPPORT OF ITS MOTION TO QUASH
SUBPOENA**

I, Noah C. Graubart, declare that I am over twenty-one (21) years of age and am competent to make the following statements based on my personal knowledge. I make this declaration based on my own personal knowledge, and if called upon as a witness would competently testify to the facts set forth below:

1. I am an attorney with the law firm of Fish & Richardson P.C., 1230 Peachtree Street, N.E., 19th Floor, Atlanta, Georgia 30309, and a member in good standing of the State Bar of Georgia.

2. Fish & Richardson, P.C., represents Third-Party Landis+Gyr Inc. ("L+G") in connection with the subpoena issued from the United States District Court for the District of Delaware by Plaintiff IP Co., LLC ("IPCO") in its litigation with Defendant Cellnet Technology, Inc. ("CELLNET") (the "underlying litigation").

3. On February 7, 8, and 23, 2006, I conducted telephone conferences with IPCO's counsel in good faith attempts to reach a mutually-acceptable resolution to the dispute underlying L+G's Motion to Quash Subpoena.

4. On February 1, IPCO's counsel wrote to L+G's counsel stating, "IPCO is willing to allow L+G to produce the documents in Indiana, at a place and time agreeable to the parties." This position was reiterated during counsel's telephone conferences of February 8 and 9, 2006, with IPCO's counsel, Antony L. Sanacory.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on March 6, 2006.

A handwritten signature in black ink, appearing to read 'Noah C. Graubart', written over a horizontal line.

Noah C. Graubart
(GA Bar No. 141862)

CERTIFICATE OF SERVICE

I hereby certify that on March 6, 2006, I electronically filed **DECLARATION OF NOAH GRAUBART IN SUPPORT OF THIRD-PARTY LANDIS+GYR INC.'S REPLY IN SUPPORT OF ITS MOTION TO QUASH SUBPOENA** the with the Clerk of Court using CM/ECF which will send notification of such filing(s) to the following Delaware counsel. In addition the filing will also be sent via hand delivery.

Gary W. Lipkin, Esq.
Duane Morris LLP
1100 North Market Street
Wilmington, DE 19801-1246

/s/ Sean P. Hayes

Sean P. Hayes